## UNITED STATES BANKRUPTCY COURT DISTRICT OF NEW JERSEY

### ATTORNEY MONTHLY FEE STATEMENT COVER SHEET FOR THE PERIOD OF APRIL 1, 2024 THROUGH AND INCLUDING APRIL 30, 2024

In re: Rite Aid Corporation, et al. Applicant: Wilson Sonsini Goodrich & Rosati, P.C.

Case No. 23-18993 (MBK) Client: Board of Directors of Debtor Rite Aid

Corporation

Chapter 11

Case Filed: October 15, 2023

COMPLETION AND SIGNING OF THIS FORM CONSTITUTES A CERTIFICATION UNDER PENALTY OF PERJURY PURSUANT TO 28 U.S.C. § 1746.

### RETENTION ORDER ATTACHED.

<u>/s/ Erin R. Fay</u> 5/24/2024 ERIN R. FAY Date

The last four digits of Debtor Rite Aid Corporation's tax identification number are 4034. A complete list of the Debtors in these chapter 11 cases and each such Debtor's tax identification number may be obtained on the website of the Debtors' proposed claims and noticing agent at https://restructuring.ra.kroll.com/RiteAid. The location of Debtor Rite Aid Corporation's principal place of business and the Debtors' service address in these chapter 11 cases is 1200 Intrepid Avenue, 2nd Floor, Philadelphia, Pennsylvania 19112.

### SECTION I FEE SUMMARY

### Summary of Amounts Requested for the Period

April 1, 2024 through April 30, 2024 (the "Compensation Period")

Fee Total	\$184,739.50
Disbursement Total	\$118.80
Total Fees Plus Disbursements	\$184.858.30

### Summary of Amounts Requested for Previous Periods

Total Previous Fees and Expenses Requested:	\$1,039,110.20
Total Fees and Expenses Allowed to Date:	\$655,123.90
Total Retainer Remaining:	\$239,717.16
Total Holdback:	\$163,674.40
Total Received by Applicant:	\$655,123.90

Name of Professional				
and Title	Year Admitted	Hours	Rate	Fee
Katharine A. Martin Member	1987 (CA)	20.3	\$1,840	\$37,352.00
Amy L. Simmerman Member	2007 (DE) 2012 (PA)	11.9	\$1,465	\$17,433.50
Madeleine M. Boshart Member	1997 (TX) 1999 (CA)	18.9	\$1,460	\$27,594.00
Erin R. Fay Member	2009 (DE) 2009 (WI)	31.8	\$1,250	\$39,750.00
Jason B. Schoenberg Associate	2017 (DE)	27.6	\$1,145	\$31,602.00
Catherine C. Lyons Associate	2022 (DE) 2019 (NY) 2023 (TX)	12.1	\$1,110	\$13,431.00
Courtney R. Matteson Associate	2019 (CA) 2019 (D.C.)	0.5	\$1,110	\$555.00
Sarah M. Hand Associate	2022 (DE)	8.5	\$850	\$7,225.00
Lynzy McGee Senior Paralegal	n/a	20.2	\$485	\$9,797.00
TOTALS	n/a	151.8	n/a	\$184,739.50

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### SECTION II SUMMARY OF SERVICES

Services Rendered	Hours	Fees
Case Administration	9.3	\$5,712.00
Court Hearing	2.0	\$1,407.50
Fee/Employment Applications – other	0.4	\$194.00
Fee/Employment Applications – WSGR	18.8	\$15,428.00
Employee Benefits/Pensions	17.5	\$25,382.00
Board of Directors Matters	103.8	\$136,616.00
SERVICES TOTALS	151.8	\$184,739.50

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## SECTION III SUMMARY OF DISBURSEMENTS

Disbursements	Amount
Lexis Database Service	\$118.80
DISBURSEMENTS TOTAL	\$118.80

### SECTION IV CASE HISTORY

- (1) Date cases filed: October 15, 2023
- (2) Chapter under which cases commenced: Chapter 11
- (3) Date of retention: January 10, 2024, *nunc pro tunc* to October 15, 2023. *See* Exhibit A. If limit on number of hours or other limitations to retention, set forth: n/a
- (4) Summarize in brief the benefits to the estate and attach supplements as needed:<sup>2</sup>
  - (a) The Applicant advised the board of directors of Debtor Rite Aid Corporation (the "Board") regarding, among other things, the fulfilment of director obligations and duties under applicable law, negotiations with various parties, and the proposed resolution of numerous other issues in the chapter 11 cases.
  - (b) The Applicant reviewed, commented on, and advised the Board regarding the substance of the Debtors' motions for various relief, with particular attention to Board related issues.
  - (c) The Applicant attended hearings in the chapter 11 cases on behalf of the Board.
  - (d) The Applicant attended, transcribed minutes of, provided advice at, and assisted with materials related to meetings of the Board, meetings of the special committee of the Board, and meetings of various subcommittees of the Board.
  - (e) The Applicant advised the Board with respect to corporate governance considerations, other Board related issues, and disclosure obligations related to the Company's securities filings. The Applicant reviewed and revised drafts of such securities filings.
  - (f) The Applicant drafted and filed an interim application for compensation for Wilson Sonsini Goodrich & Rosati, P.C., as special counsel to the Board.
  - (g) The Applicant rendered all other services set forth on the invoices attached hereto as **Exhibit B**.<sup>3</sup>

The following summary is intended to highlight the general categories of services the Applicant rendered on behalf of the Debtors and for the benefit of the estates; it is not intended to itemize each and every professional service which the Applicant performed.

The invoice attached hereto as **Exhibit B** contains detailed descriptions of the services rendered and expenses incurred by the Applicant during the Compensation Period.

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- (5) Anticipated distribution to creditors:
  - (a) Administration expense: Paid in full.
  - (b) Secured creditors: To be paid in accordance with the Second Amended Joint Chapter 11 Plan of Reorganization of Rite Aid Corporation and its Debtor Affiliates [Docket No. 2511] (the "Plan")
  - (c) Priority creditors: To be paid in accordance with the Plan.
  - (d) General unsecured creditors: To be paid in accordance with the Plan.
- (6) Final disposition of case and percentage of dividend paid to creditors: Unknown at this time.
- (7) This is the fifth monthly fee statement.

### Exhibit A

**Retention Order** 

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Caption in Compliance with D.N.J. LBR 9004-1(b)

UNITED STATES BANKRUPTCY COURT DISTRICT OF NEW JERSEY		Order Filed on January 10, 2024
In re:	Chapter 11	by Clerk U.S. Bankruptcy Court District of New Jersey
RITE AID CORPORATION, et al.,	Case No. 23-18993 (MBK)	·
Debtors. 1	(Jointly Administered)	

# ORDER AUTHORIZING THE EMPLOYMENT AND RETENTION OF WILSON SONSINI GOODRICH & ROSATI, P.C. AS SPECIAL BOARD COUNSEL EFFECTIVE AS OF THE PETITION DATE

The relief set forth on the following pages, numbered three (3) through eight (8) is **ORDERED**.

DATED: January 10, 2024

Honorable Michael B. Kaplan United States Bankruptcy Judge

The last four digits of Debtor Rite Aid Corporation's tax identification number are 4034. A complete list of the Debtors in these chapter 11 cases and each such Debtor's tax identification number may be obtained on the website of the Debtors' claims and noticing agent at <a href="https://restructuring.ra.kroll.com/RiteAid">https://restructuring.ra.kroll.com/RiteAid</a>. The location of Debtor Rite Aid Corporation's principal place of business and the Debtors' service address in these chapter 11 cases is 1200 Intrepid Avenue, 2nd Floor, Philadelphia, Pennsylvania 19112.

Caption in Compliance with D.N.J. LBR 9004-1(b)

### KIRKLAND & ELLIS LLP KIRKLAND & ELLIS INTERNATIONAL LLP

Edward O. Sassower, P.C. Joshua A. Sussberg, P.C. (admitted pro hac vice) Aparna Yenamandra, P.C. (admitted pro hac vice) Ross J. Fiedler (admitted pro hac vice)

Zachary R. Manning (admitted pro hac vice)

601 Lexington Avenue

New York, New York 10022 Telephone: (212) 446-4800 Facsimile: (212) 446-4900 esassower@kirkland.com joshua.sussberg@kirkland.com aparna.yenamandra@kirkland.com ross.fiedler@kirkland.com zach.manning@kirkland.com

### **COLE SCHOTZ P.C.**

Michael D. Sirota, Esq. Warren A. Usatine, Esq. Felice R. Yudkin, Esq. Court Plaza North, 25 Main Street Hackensack, New Jersey 07601 Telephone: (201) 489-3000 msirota@coleschotz.com wusatine@coleschotz.com fyudkin@coleschotz.com

Proposed Co-Counsel for Debtors and Debtors in Possession

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Debtors: RITE AID CORPORATION, et al.

Case No. 23-18993 (MBK)

Caption of Order: ORDER AUTHORIZING THE EMPLOYMENT AND RETENTION OF

WILSON SONSINI GOODRICH & ROSATI, P.C. AS SPECIAL BOARD

COUNSEL EFFECTIVE AS OF THE PETITION DATE

Upon the application (the "Application")<sup>2</sup> of Rite Aid Corporation, and its affiliated debtors and debtors in possession (collectively, the "Debtors") in the above-captioned chapter 11 cases for entry of an order (this "Order") authorizing the Debtors' retention and employment of Wilson Sonsini Goodrich & Rosati, P.C. ("WSGR") as special counsel to the board of directors (the "Board") of Debtor Rite Aid Corporation, effective as of the Petition Date, with regard to Board Matters, pursuant to sections 327(e) and 330 of the Bankruptcy Code and Bankruptcy Rules 2014(a) and 2016; and upon consideration of the Fay Declaration, the Sabatino Declaration, and the First Day Declaration; and the Court having jurisdiction to consider the Application and the relief requested therein pursuant to 28 U.S.C. §§ 157 and 1334 and the Amended Standing Order of Reference to the Bankruptcy Court Under Title 11 of the United States District Court for the District of New Jersey, entered July 23, 1984, and amended on September 18, 2012 (Simandle, C.J.); and consideration of the Application and the relief requested therein being a core proceeding pursuant to 28 U.S.C. § 157(b); and this Court having found that venue of this proceeding and the Application in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and the Court having reviewed the Application, the Fay Declaration, the Sabatino Declaration, and the First Day Declaration; and the Court having found, based on the representations made in the Application and the Fay Declaration, that WSGR does not hold or represent any interest adverse to the Debtors or to the Debtors' estates with respect to the matters on which it is to be employed, as required by section 327(e) of the Bankruptcy Code; and this Court having found that sufficient cause exists to grant the relief set forth herein; and this Court having found that the Debtors' notice of the

<sup>2</sup> Capitalized terms not otherwise defined herein shall have the meanings ascribed to such terms in the Application.

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Debtors: RITE AID CORPORATION, et al.

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WILSON SONSINI GOODRICH & ROSATI, P.C. AS SPECIAL BOARD

COUNSEL EFFECTIVE AS OF THE PETITION DATE

Application was appropriate under the circumstances and no other or further notice need be provided; and this Court having reviewed the Application and determined that the legal and factual bases set forth in the Application establish just cause for the relief granted herein; and after due and deliberation and sufficient cause appearing therefor

### IT IS HEREBY ORDERED THAT:

- 1. The Application is **GRANTED** as set forth herein.
- 2. The Debtors are authorized, pursuant to section 327(e) of the Bankruptcy Code, to retain and employ WSGR as special counsel to the Board to the extent set forth herein, effective as of the Petition Date.
  - 3. WSGR is authorized to render professional services to the Board.
- 4. WSGR shall apply for (a) compensation for professional services rendered and (b) reimbursement of expenses incurred in connection with these cases, in both cases subject to the Court's approval and in compliance with the applicable provisions of the Bankruptcy Code, including sections 330 and 331, the Bankruptcy Rules, the Local Rules, and any other applicable procedures or orders of the Court. WSGR shall also make a reasonable effort to comply with the Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. § 330 by Attorneys in Larger Chapter 11 Cases Effective as of November 1, 2013, both in connection with this Application and the fee applications filed by WSGR in the chapter 11 cases.
- 5. Notwithstanding anything in the Application, the Fay Declaration, or any Engagement Letter to the contrary, WSGR shall apply any remaining amounts of its

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Debtors: RITE AID CORPORATION, et al.

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prepetition retainer as a credit toward post-petition fees and expenses, after such post-petition fees and expenses are approved pursuant to an order of the Court awarding fees and expenses to WSGR. At the conclusion of WSGR's engagement by the Debtors, if the amount of the prepetition retainer held by WSGR is in excess of the amount of WSGR's outstanding estimated fees, expenses and costs, WSGR will pay to the Debtors the amount by which the prepetition retainer exceeds such fees, expenses and costs. WSGR is authorized without further order of the Court to reserve and apply amounts from the prepetition retainer that would otherwise be applied toward payment of post-petition fees or expenses to compensate and reimburse WSGR for fees and expenses incurred on or prior to the Petition Date consistent with the Firm's ordinary course billing practice.

- 6. Prior to applying any increases in its hourly rates beyond the rates set forth in the Application, WSGR shall provide ten (10) days' prior notice of any such increases to the Debtors, the U.S. Trustee, the UCC, and the TCC and shall file any such notice with the Court. All parties in interest retain rights to object to any rate increase on all grounds, including the reasonableness standard set forth in section 330 of the Bankruptcy Code, and the Court retains the right to review any rate increase pursuant to section 330 of the Bankruptcy Code.
- 7. WSGR (i) shall only bill 50% for non-working travel; and (ii) shall not seek the reimbursement of any fees or costs, including attorney's fees and costs, arising from the defense of any objections to any of WSGR's fee applications in these cases; (iii) shall use the billing and expense categories set forth in the U.S. Trustee Guidelines (Exhibit D-1

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Debtors: RITE AID CORPORATION, et al.

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COUNSEL EFFECTIVE AS OF THE PETITION DATE

"Summary of Compensation Requested by Project Category"); and (iv) shall provide any and all monthly fee statements, interim fee applications, and final fee applications in "LEDES" format to the U.S. Trustee.

- 8. Notwithstanding anything in the Application, the Fay Declaration, or the Sabatino Declaration to the contrary, WSGR shall seek reimbursement from the Debtors' estates for its engagement-related expenses at the firm's actual cost paid.
- 9. In order to avoid any duplication of effort and provide service in the most efficient and cost-effective manner, WSGR shall coordinate with Kirkland & Ellis LLP, Kirkland & Ellis International LLP, Cole Schotz P.C., and any additional firms retained on behalf of the Debtors regarding their respective responsibilities in these chapter 11 cases. As such, WSGR shall use its best efforts to avoid duplication of services provided by any of the Debtors' other retained professionals in these chapter 11 cases.
- Declaration to the contrary, WSGR shall (i) to the extent that WSGR uses the services of independent contractors or subcontractors (collectively, the "Contractors") in these cases, pass through the costs of such Contractors at the same rate that WSGR pays the Contractors; (ii) seek reimbursement for actual costs only; (iii) ensure that the Contractors are subject to the same conflicts checks as required for WSGR; (iv) file with this Court such disclosures required by Bankruptcy Rule 2014; and (v) attach any such Contractor invoices to its monthly fee statements, interim fee applications and/or final fee applications filed in these chapter 11 cases.

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Debtors: RITE AID CORPORATION, et al.

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WILSON SONSINI GOODRICH & ROSATI, P.C. AS SPECIAL BOARD

COUNSEL EFFECTIVE AS OF THE PETITION DATE

11. No agreement or understanding exists between WSGR and any other person other than as permitted by section 504 of the Bankruptcy Code, to share compensation received for services rendered in connection with these cases, nor shall WSGR share or agree to share compensation received for services rendered in connection with these cases with any other person, other than as permitted by section 504 of the Bankruptcy Code.

- 12. The Debtors and WSGR are authorized to take all actions necessary to effectuate the relief granted pursuant to this Order in accordance with the Application.
- 13. If the Court denies the Debtors' Motion for Entry of an Order Authorizing the Debtors to File Under Seal the Names of Certain Confidential Transaction Parties in Interest Related to the Debtors' Professional Retention Applications [Docket No. 806] (the "Motion to Seal"), or the Motion to Seal is withdrawn or the relief requested therein is moot, WSGR will, within fourteen days of such denial, withdrawal or other resolution, and through a supplemental declaration, disclose the identities of all Confidential Transaction Parties that were filed under seal, and the connections of WSGR to such Confidential Transaction Parties.
- 14. WSGR will file budget and staffing plans in connection with the filing of its fee applications.
- 15. Notwithstanding anything in the Application, the Fay Declaration, or the Engagement Letter(s) to the contrary, termination or withdrawal from representation will only be allowed upon entry of an Order by this Court.

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Debtors: RITE AID CORPORATION, et al.

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WILSON SONSINI GOODRICH & ROSATI, P.C. AS SPECIAL BOARD

COUNSEL EFFECTIVE AS OF THE PETITION DATE

16. Notwithstanding anything in the Application, the Fay Declaration, or the Engagement Letter(s) to the contrary, any provision regarding arbitration shall not be applicable during the pendency of these chapter 11 cases.

- 17. To the extent that there may be any inconsistency between the terms of the Application, the Fay Declaration, the Sabatino Declaration, and this Order, the terms of this Order shall govern in all respects.
- 18. Notice of the Application as provided therein shall be deemed good and sufficient notice of such Application and the Local Rules are satisfied by such notice.
- 19. Upon its entry, the terms and conditions of this Order shall be immediately effective and enforceable.
- 20. The Court retains jurisdiction with respect to all matters arising from or related to the implementation, interpretation, and enforcement of this Order.

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Exhibit B

**Invoices** 

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WILSON SONSINI Wilson Sonsini Goodrich & Rosati **Professional Corporation** 

650 Page Mill Road

Palo Alto, California 94304-1050

0:650.493.9300 f: 650.493.6811 TAX ID: 94-2451946

Rite Aid Corporation Attn: Bari Harlam, Chair of the Nominating and Governance

Committee

1200 Intrepid Ave 2nd Fl

Philadelphia, PA 19112

Invoice # : 2793032 **Invoice Total** : \$ 184,858.30

Invoice Date : 05/21/24 Client-Matter : 64740-008

: Katharine A. Martin Attorney

Re: Post-Petition Time **E-Billing Required** 

### INVOICE SUMMARY

\$ 184,739.50 Fees \$ 118.80 Costs

\$ 184,858.30 **Current Invoice Total** 

Prior Balance Due \*\*\* \$ 163,674.40

\$ 348,532.70 Total Current & Outstanding Invoices Due

\*\*\* Please see next page for outstanding invoice(s) on this matter. \*\*\*

### REMITTANCE INFORMATION

#### Pay by Check:

Wilson Sonsini Goodrich & Rosati PC P.O. Box 742866, Los Angeles, CA 90074-2866

### Pay by ACH or Wire:

Account Name: Wilson Sonsini Goodrich & Rosati PC

Bank of America, N.A., 222 Broadway, New York, NY 10038 Beneficiary's Banker:

(Local Branch office: 530 Lytton Avenue, Palo Alto, CA 94301)

14849-00602 Account No.: ACH Routing No.: 121000358 ABA No. (Wires): 026009593 SWIFT Code: **BOFAUS3N** 

To initiate a payment plan, please use the following link: https://tranch.com/checkout/?supplier=wilsonsonsini Case 23-18993-MBK Doc 3507 Filed 05/24/24 Entered 05/24/24 16:49:15 Desc Main Document Page 19 of 29

### **OUTSTANDING BALANCES ON PRIOR INVOICES - THIS MATTER ONLY**

Invoice No.	<b>Invoice Date</b>	<b>Total Billed</b>	<b>Total Balance</b>
2733135	02/26/24	\$ 166,219.60	\$ 33,242.90
2733136	02/26/24	\$ 161,186.00	\$ 32,237.20
2733137	02/26/24	\$ 118,709.00	\$ 23,741.80
2765534	03/21/24	\$ 162,607.80	\$ 32,438.40
2765535	03/21/24	\$ 210,075.90	\$ 42,014.10
			\$ 163,674.40

For questions on your account, or to obtain copies of unpaid invoices, please contact your Account Manager, Syreeta Parker, at SYREETA.PARKER@wsgr.com or (650) 493-9300 ext. 6583.

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FEE SUMMARY BY TASK	FEES
B110 (Administration / Case Administration)	\$ 5,712.00
B115 (Administration / Court Hearing)	\$ 1,407.50
B160 (Administration / Fee/Employment Applications - other)	\$ 194.00
B165 (Administration / Fee/Employment Applications - WSGR)	\$ 15,428.00
B220 (Operations / Employee Benefits/Pensions)	\$ 25,382.00
B260 (Operations / Board of Directors Matters)	\$ 136,616.00

DATE	Professional Services	Hours
B110 - CASE 04/03/24	(B110) Catherine Lyons – Correspondence with L. McGee re revisions to critical dates	0.1
04/03/24	(B110) Lynzy McGee – Revise critical dates calendar re recently filed pleadings	0.7
04/04/24	(B110) Lynzy McGee – Correspondence with C. Lyons re critical dates calendar (.1); Revise same re recently filed pleadings (.9)	1.0
04/05/24	(B110) Catherine Lyons – Review and revise draft of Critical Dates (0.5) and correspond with L. McGee re same (0.2)	0.7
04/05/24	(B110) Lynzy McGee – Revise case calendar and circulate to WSGR team	0.3
04/08/24	(B110) Lynzy McGee – Revise case calendar re recently filed pleadings	0.2
04/09/24	<b>(B110)</b> Lynzy McGee – Review recently filed pleadings and revise critical dates calendar re same	0.4
04/12/24	(B110) Lynzy McGee – Revise critical dates re recently filed pleadings	0.3
04/15/24	(B110) Lynzy McGee – Revise case calendar re recently filed pleadings	0.7
04/17/24	(B110) Catherine Lyons – Review docket (0.5) and revise draft of Critical Dates (0.3) and correspond with L. McGee re same (0.2)	1.0
04/17/24	(B110) Lynzy McGee – Revise and circulate case calendar to WSGR team	0.6
04/22/24	(B110) Erin R. Fay – Emails with K. Kao re: budgeting	0.1
04/22/24	(B110) Lynzy McGee – Revise critical dates calendar re recently filed pleadings	0.8
04/24/24	(B110) Lynzy McGee – Revise critical dates calendar re recently filed pleadings	0.7
04/25/24	(B110) Lynzy McGee – Revise case calendar re recently filed pleadings	0.4
04/29/24	(B110) Lynzy McGee – Revise case calendar re recently filed pleadings	0.7
04/30/24	(B110) Lynzy McGee – Revise critical dates re recently filed pleadings	0.6
<u>B115 - Cou</u>	RT HEARING	
04/02/24	(B115) Lynzy McGee – Review docket re 4/3/24 hearing	0.1
04/04/24	(B115) Lynzy McGee – Research re 4/10/24 hearing	0.1
04/09/24	(B115) Lynzy McGee – Review docket re 4/10/24 hearing	0.1
04/10/24	(B115) Lynzy McGee – Review docket re 4/10/24 hearing (.1); Correspondence with WSGR team re updates to same (.1)	0.2
04/11/24	(B115) Lynzy McGee – Review docket re 4/17/24 hearing	0.1

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DATE	Professional Services	Hours
04/17/24	<b>(B115)</b> Catherine Lyons – Correspond with S. Hand re coverage for 4/18 hearing and next steps re same	0.2
04/17/24	(B115) Lynzy McGee – Revise case calendar re adjournment of 4/17/24 hearing	0.1
04/18/24	(B115) Catherine Lyons – Discuss hearing with S. Hand (0.2), review hearing summary (0.2) and correspond with S. Hand re same (0.1)	0.5
04/18/24	(B115) Lynzy McGee – Review S. Hand summary of 4/18/24 hearing	0.1
04/24/24	(B115) Lynzy McGee – Review docket re 4/24/24 status conference (.1); Correspondence with E. Fay re same (.1); Correspondence with WSGR team re cancellation of 4/24/24 status conference (.1)	0.3
04/30/24	(B115) Lynzy McGee – Research re 5/1/24 status conference (.1); Correspondence with C. Lyons re same (.1)	0.2
<u>B160 - FEE</u>	EMPLOYMENT APPLICATIONS - OTHER	
04/30/24	(B160) Lynzy McGee – Research re professionals' fee applications	0.4
· ·	EMPLOYMENT APPLICATIONS - WSGR	
04/02/24	(B165) Catherine Lyons – Review and revise draft of WSGR First Interim Fee Application	0.3
04/02/24	(B165) Lynzy McGee – Revise WSGR's first interim fee application	0.6
04/03/24	(B165) Erin R. Fay – Work on interim fee application issues	0.5
04/03/24	(B165) Catherine Lyons – Communicate and correspond with E. Fay and L. McGee re Interim Fee Application, Budget, and Staffing Report (0.3) and review revisions to same (0.4)	0.7
04/03/24	(B165) Lynzy McGee – Revise WSGR's first interim fee application (.4); Correspondence with C. Lyons re same (.1); Correspondence with E. Fay re budget (.1); Conference with C. Lyons re revisions to same (.2); Revise same (.8)	1.6
04/04/24	(B165) Erin R. Fay – Emails with A. Yenamandra and C. Lyons re: revised budgets (.2); review and consider same (.4)	0.6
04/04/24	(B165) Catherine Lyons – Review and revise budget and staffing plans to incorporate revised budget (0.8) and correspond with E. Fay (0.2) and communicate with L. McGee re same (0.4)	1.4
04/04/24	(B165) Lynzy McGee – Correspondence with E. Fay re revised budget pursuant to amended DIP (.1); Conference with C. Lyons re same (.3); Revise WSGR budget (1.3)	1.7
04/05/24	(B165) Erin R. Fay – Emails with T. Sabatino re: interim fee application	0.2
04/05/24	(B165) Catherine Lyons – Review and revise budget for chapter 11 cases (0.4) and correspond with L. McGee and E. Fay re same (multiple emails) (0.2)	0.6
04/05/24	(B165) Lynzy McGee – Correspondence with C. Lyons re WSGR fee application (.1); Revise same (.4); Research re supplemental Fay declaration in support of WSGR retention (.6)	1.1
04/08/24	(B165) Erin R. Fay – Call with C. Lyons, H. Fischer and WSGR team re: interim fee application (.4); follow up emails with L. McGee re: same (.2)	0.6
04/08/24	(B165) Catherine Lyons – Conduct research re WSGR Retention Application and correspond with WSGR team re same	0.4

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DATE	Professional Services	Hours
04/08/24	(B165) Lynzy McGee – Conference with E. Fay and WSGR team re blended rate chart for WSGR's interim fee application (.3); Research re same (.3); Review and finalize LEDES data re WGSR monthly fee applications (.2); Correspondence with D. Klauder and UST re same (.1); Draft certificate of no objection re WSGR's second monthly fee application (.2)	1.1
04/09/24	(B165) Erin R. Fay – Review WSGR interim application (.2); email with L. McGee re: same (.2)	0.4
04/09/24	(B165) Catherine Lyons – Communications and correspondence with L. McGee re WSGR interim fee application	0.3
04/09/24	(B165) Catherine Lyons – Conduct research re WSGR Retention Application	0.5
04/09/24	(B165) Lynzy McGee – Revise certificate of no objection re WSGR's second monthly fee application (.1); Correspondence with A. Milliaressis re filing of same (.1); Revise same and coordinate filing of same (.1); Correspondence with E. Fay and C. Lyons re WSGR's first interim fee application (.2); Revise same (.4)	0.9
04/10/24	<b>(B165)</b> Erin R. Fay – Emails with L. McGee re: interim fee application (.2); comment on same (.6)	0.8
04/10/24	(B165) Lynzy McGee – Correspondence with E. Fay re WSGR's first interim fee application (.2); Revise same (.4)	0.6
04/11/24	(B165) Erin R. Fay – Emails with L. McGee and D. Klauder re: interim application	0.3
04/11/24	(B165) Catherine Lyons – Review CNO re WSGR Third Monthly Fee Application and correspond with L. McGee re same	0.1
04/11/24	(B165) Catherine Lyons – Correspondence with E. Fay and L. McGee re WSGR Interim Fee Application	0.2
04/11/24	(B165) Lynzy McGee – Correspondence with E. Fay re WSGR's interim fee application (.1); Draft certificate of no objection re WSGR's February 2024 monthly fee application (.2); Correspondence with A. Milliaressis re filing of same and WSGR's interim fee application (.1)	0.4
04/12/24	(B165) Erin R. Fay – Emails with L. McGee (0.2) and A. Milliaressis (0.2) re: WSGR fee application	0.4
04/12/24	(B165) Catherine Lyons – Correspondence with E. Fay and L. McGee re comments to Interim Fee Application and next steps re same	0.2
04/12/24	(B165) Lynzy McGee – Correspondence with T. Bielli and T. Nobis re WSGR's monthly fee applications and corresponding LEDES data (.1); Correspondence with A. Milliaressis re WSGR's first interim fee application (.2); Review comments re same (.4); Correspondence with E. Fay and C. Lyons re same (.1); Revise same (.2)	1.0
04/15/24	(B165) Erin R. Fay – Review comments to interim application and final version	0.2
04/15/24	(B165) Catherine Lyons – Review Kirkland and Cole Schotz comments to WSGR First Interim Fee Application (0.2) and correspond with WSGR team re filing of same (0.3)	0.5
04/15/24	(B165) Lynzy McGee – Revise WSGR's interim fee application (.5); Correspondence with A. Milliaressis re same (.1)	0.6
	LOYEE BENEFITS/PENSIONS	
04/01/24	<b>(B220)</b> Madeleine Boshart – Review e-mail correspondences from K. Martin and E. Fay and provide guidance re employee benefits	0.2

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DATE	Document Page 23 of 29 Professional Services	Hours
04/02/24	(B220) Erin R. Fay – Call with T. Sabatino, K. Martin and WSGR team re: employee benefits issues (.5); emails with same re: same (.3)	0.8
04/03/24	<b>(B220)</b> Madeleine Boshart – Review employee benefits documents and publicly available information in preparation for call same (2.2); attend call with K. Martin, T. Sabatino, E. Fay and Kirkland related to same (.7)	2.9
04/04/24	(B220) Madeleine Boshart – Review email correspondence regarding Board slides and provide guidance (.5); start drafting Board slides after review of previous Board slides for context (1.4)	1.9
04/05/24	<b>(B220)</b> Madeleine Boshart – Prepare Board slides related to employee benefits issues	2.8
04/06/24	<b>(B220)</b> Madeleine Boshart – Review e-mail correspondence and respond to inquiries re employee benefits issues (.4); review ERISA fiduciary insurance information (1.0)	1.4
04/08/24	<b>(B220)</b> Madeleine Boshart – Review multiple e-mail correspondence and provide guidance on slides and other issues (.9); attend and present at special committee meeting related to employee benefits aspects (1.5)	2.4
04/09/24	(B220) Madeleine Boshart – Correspondence with K. Martin and WSGR team re employee benefits issues and guidance re same	0.4
04/10/24	<b>(B220)</b> Madeleine Boshart – Prepare for and attend meeting regarding next steps in relation to employee benefits plan aspects	1.3
04/11/24	(B220) Madeleine Boshart – Attend meeting with client (.8); review charter and provide guidance on amendment procedures after review of plan documents (.8)	1.6
04/13/24	<b>(B220)</b> Madeleine Boshart – Correspondence with WSGR team re employee benefits issues and implications of same	0.4
04/15/24	<b>(B220)</b> Madeleine Boshart – Prepare for (0.5) and participate in (1.0) call with T. Sabatino, K. Martin and WSGR team related to employee benefits issues	1.4
<b>B260 - BOA</b> 04/01/24	(B260) Amy L. Simmerman – Review and analyze special committee materials (.3); attend special committee call (1.2)	1.5
04/01/24	<b>(B260)</b> Erin R. Fay – Prepare for and attend board call (1.6); review materials resame (.3)	1.9
04/01/24	<b>(B260)</b> Katharine A. Martin – Attend special committee meeting (1.5) and follow-up re employee benefits issues (0.5)	2.0
04/01/24	<b>(B260)</b> Jason B. Schoenberg – Attend special committee meeting (1.5); draft minutes of special committee meeting (1.2); review and analyze special committee discussion materials (1.2)	3.9
04/02/24	<b>(B260)</b> Katharine A. Martin – Attend call with B. Harlam re employee benefits issues (.3); follow up with T. Sabatino, E. Fay and Kirkland re next steps (.5) and follow up call with same re same (.2)	1.0
04/02/24	(B260) Jason B. Schoenberg – Draft minutes of special committee meetings	1.2
04/02/24	<b>(B260)</b> Sarah M. Hand – Update board and committee meeting minute tracker and emails with J. Schoenberg re same	0.1
04/03/24	(B260) Amy L. Simmerman – Review and advise re minutes	0.5

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DATE	PROFESSIONAL SERVICES	Hours
04/03/24	<b>(B260)</b> Erin R. Fay – Call re: employee issues with K. Martin, T. Sabatino and WSGR team (.7); review and comment on minutes (.4)	1.1
04/03/24	<b>(B260)</b> Katharine A. Martin – Attend call with T. Sabatino, M. Boshart, E. Fay and Kirkland re employee benefits issues	1.0
04/03/24	(B260) Jason B. Schoenberg – Draft minutes of special committee meetings (.5); emails with WSGR team re corporate governance issues in connection with bankruptcy proceedings (.2)	0.7
04/03/24	( <b>B260</b> ) Sarah M. Hand – Review and revise drafts of special committee meeting minutes (.3); review additional comments to same (.1); emails with WSGR team re same (.1)	0.5
04/04/24	(B260) Amy L. Simmerman – Review and advise re minutes and related matters	0.3
04/04/24	( <b>B260</b> ) Erin R. Fay – Review and comment on minutes (.2); emails with J. Schoenberg re: same (.1)	0.3
04/04/24	(B260) Jason B. Schoenberg – Draft minutes of board and committee meetings (.6); emails with WSGR team and Kirkland team re corporate record and plan confirmation process (.6)	1.2
04/04/24	(B260) Sarah M. Hand – Review and revise special committee meeting minutes re additional comments (.3); emails with WSGR and K&E teams re same (.1)	0.4
04/05/24	(B260) Erin R. Fay – Emails with M. Boshart re: employee benefits issues	0.2
04/05/24	( <b>B260</b> ) Erin R. Fay – Emails with J. Schoenberg re: minutes (.2); review critical dates (.2)	0.4
04/05/24	(B260) Katharine A. Martin – Review slide deck re employee benefits issues	0.5
04/05/24	(B260) Jason B. Schoenberg – Draft minutes of board and committee meetings (.3); emails with WSGR team and in-house team re board and committee minutes (.2)	0.5
04/05/24	<b>(B260)</b> Sarah M. Hand – Review and revise special committee meeting minutes re additional comments (.3); emails with WSGR team re same (.1); review and analysis of critical dates calendar (.1)	0.5
04/06/24	(B260) Amy L. Simmerman – Review and advise re committee deck	0.5
04/06/24	(B260) Erin R. Fay – Emails and call with K. Martin re plan issues (.5); review and comment on board presentation re plan and review revised plan (3); call with J. Schoenberg re same (.1); emails with same re minutes (.2); review and revise presentation re employee issues (.5); emails with M. Boshart re same (.2)	4.5
04/06/24	<b>(B260)</b> Katharine A. Martin – Attend call with E. Fay re plan and employee benefits issues	0.5
04/06/24	(B260) Jason B. Schoenberg – Draft minutes of board and committee meetings (.9); confer with WSGR team and analysis re plan confirmation, corporate governance matters and meeting minutes (.2)	1.1
04/06/24	<b>(B260)</b> Sarah M. Hand – Emails with WSGR team re board and committee meeting minute approval	0.1
04/07/24	(B260) Amy L. Simmerman – Review and comment on committee decks (.9); review and analyze litigation matters (.4); call with Kirkland re board matters (.9)	2.2
04/07/24	(B260) Erin R. Fay – Attend calls with K. Martin, A. Simmerman, A. Yenamandra and WSGR team re board meeting (1.5); emails with same re same (.2); revise board presentation (.5)	2.2

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DATE	Professional Services	Hours			
04/07/24	<b>(B260)</b> Katharine A. Martin – Attend call with Kirkland re employee benefits issues slides as prep for Special Committee meeting	1.0			
04/07/24	(B260) Katharine A. Martin – Call with B. Harlam re employee benefits issues				
04/07/24	<b>(B260)</b> Jason B. Schoenberg – Review and analyze special committee discussion materials	0.3			
04/07/24	<b>(B260)</b> Catherine Lyons – Review Board presentation re plan issues (0.3) and provide comments to same (0.4)	0.7			
04/08/24	( <b>B260</b> ) Amy L. Simmerman – Review and analyze revised decks for committee (.3); attend committee call (.7)	1.0			
04/08/24	(B260) Erin R. Fay – Prepare for and attend special committee meeting (1.5); revise and finalize multiple presentations re: same (1.5); review Maryland amended complaint (.5)	3.5			
04/08/24	(B260) Katharine A. Martin – Attend special committee call	1.5			
04/08/24	(B260) Jason B. Schoenberg – Review, revise and analyze special committee discussion materials (.8); attend board meeting (1.6); emails with WSGR team reminutes and related matters (.2)	2.6			
04/08/24	(B260) Sarah M. Hand – Review and analysis of board deck re plan issues (.2); review and revise same (.1); emails with WSGR team re same (.1); review and analysis of special committee meeting deck (.4); draft special committee meeting minutes re same (1.1); review and revise same (.2); emails with J. Schoenberg re same (.1)	2.2			
04/09/24	<b>(B260)</b> Amy L. Simmerman – Confer with WSGR team and advise re governance questions	0.2			
04/09/24	( <b>B260</b> ) Erin R. Fay – Emails with K. Martin, M. Boshart and WSGR team re: employee benefits issues (.3); emails with J. Schoenberg re: minutes (.2)	0.5			
04/09/24	<b>(B260)</b> Katharine A. Martin – Follow-up call with M. Boshart re employee benefits issues	0.5			
04/09/24	(B260) Jason B. Schoenberg – Draft minutes of board and committee meetings (.4); emails with WSGR and Kirkland team re meeting minutes and related matters (.4)	0.8			
04/09/24	(B260) Sarah M. Hand – Update board and committee meeting minute tracker and emails with WSGR and K&E teams re status of board and committee meeting minutes	0.1			
04/09/24	(B260) Catherine Lyons – Review Plan Supplement and Amended Plan Supplement	0.3			
04/10/24	( <b>B260</b> ) Erin R. Fay – Call with M. Boshart re: employee issues (.2); emails with A. Yenamandra and B. Bodaken re: director issues (.5)	0.7			
04/10/24	( <b>B260</b> ) Katharine A. Martin – Attend call with Kirkland and WSGR team re employee benefits issues	1.0			
04/10/24	(B260) Sarah M. Hand – Review and analysis of board deck re progress in bankruptcy cases (.3); review and analysis of board deck re employee benefits considerations (.3); draft board meeting minutes (1.4); review and revise same (.2); emails with J. Schoenberg re same (.1)				
04/11/24	(B260) Amy L. Simmerman – Confer and advise re governance questions	0.2			

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DATE	PROFESSIONAL SERVICES	Hours
04/11/24	(B260) Erin R. Fay – Call with N. Sosnick, K. Martin and WSGR team re: employee issues and prepare for same (.6); emails with M. Boshart re: same (.2)	0.8
04/11/24	( <b>B260</b> ) Katharine A. Martin – Attend call with N. Sosnick, E. Fay and WSGR team re: employee issue (.5); Attend call with M. Boshart re same and follow-up (1.0)	1.5
04/11/24	(B260) Jason B. Schoenberg – Draft minutes of board and committee meetings (.6); emails with company in-house team re minutes and related matters (.4)	1.0
04/12/24	( <b>B260</b> ) Erin R. Fay – Email with B. Knowling and A. Yenamandra re: board issues	0.3
04/12/24	(B260) Katharine A. Martin – Email to E. Fay re board issues	0.3
04/12/24	(B260) Jason B. Schoenberg – Draft minutes of board and committee meetings;	2.4
04/12/24	( <b>B260</b> ) Sarah M. Hand – Review and analysis of comments to special committee and board meeting minutes (.3); emails with A. Simmerman and J. Schoenberg re same (.1)	0.4
04/13/24	( <b>B260</b> ) Erin R. Fay – Emails re: board and plan issues with K. Martin, C. Terry and WSGR team	0.2
04/13/24	( <b>B260</b> ) Katharine A. Martin – Respond to emails to Kirkland (0.3) and E. Fay (0.2) re board matters	0.5
04/14/24	(B260) Erin R. Fay – Call re: board and plan issues with A. Yenamandra, K. Martin and WSGR team (.8); emails with K. Martin, T. Sabatino and WSGR team re: same (.2); review revised board materials re: same (.5); further emails with M. Boshart, K. Martin and WSGR team re: board meeting (.5)	2.0
04/14/24	( <b>B260</b> ) Katharine A. Martin – Call with Kirkland and E. Fay re revised deck (0.5), board meeting prep (0.3) and follow-up re questions from board members (0.2)	1.0
04/14/24	(B260) Katharine A. Martin – Review revised board deck	0.5
04/15/24	( <b>B260</b> ) Erin R. Fay – Call with T. Sabatino, K. Martin and WGSR team re: board call (.5); emails re: same with same (.3)	0.8
04/15/24	(B260) Katharine A. Martin – Attend call with A. Nayar re plan with Kirkland	0.5
04/15/24	(B260) Lynzy McGee – Retrieve and review confirmation objections	0.6
04/16/24	(B260) Amy L. Simmerman – Review and analyze committee deck	0.2
04/16/24	( <b>B260</b> ) Erin R. Fay – Call with M. Schroeder, K. Martin and WSGR team re: audit committee (.5); emails with M. Boshart re: employee benefits issues (.2); initial review of employee benefits slides (.2); review board materials (.3)	1.2
04/16/24	( <b>B260</b> ) Katharine A. Martin – Attend call with Kirkland, Skadden, M. Schroeder, T. Sabatino, S. Bixler re audit committee prep	0.5
04/16/24	( <b>B260</b> ) Madeleine Boshart – Respond to e-mail correspondence with E. Fay related to Board slides (0.2) after review of slides (0.2)	0.4
04/16/24	(B260) Jason B. Schoenberg – Conference call with Skadden team, Kirkland team, WSGR team and in-house team re audit committee matters and related issues (.5); review and analyze board discussion materials (.8)	1.3
04/17/24	( <b>B260</b> ) Amy L. Simmerman – Attend board meeting and audit committee meeting	2.6

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DATE	PROFESSIONAL SERVICES	Hours				
04/17/24	<b>(B260)</b> Erin R. Fay – Review and comment on employee benefits deck (.4); attend board meeting (3); emails with A. Yenamandra re: meeting and related issues (.2)					
04/17/24	(B260) Katharine A. Martin – Attend board meeting	3.5				
04/17/24	(B260) Katharine A. Martin – Attend audit committee meeting	0.5				
04/17/24	(B260) Madeleine Boshart – Prepare for (0.7) and attend Board call (1.0)	1.8				
04/17/24	<b>(B260)</b> Jason B. Schoenberg – Attend audit committee meeting (.3); attend board meeting (3.5)	3.8				
04/17/24	<b>(B260)</b> Sarah M. Hand – Emails with E. Fay and C. Lyons re status of upcoming hearing	0.1				
04/17/24	(B260) Lynzy McGee – Retrieve and review confirmation objections	0.4				
04/18/24	<b>(B260)</b> Amy L. Simmerman – Call with Kirkland, T. Sabatino and WSGR team re confirmation issues	0.6				
04/18/24	<b>(B260)</b> Erin R. Fay – Call with T. Sabatino, A. Yenamandra, K. Martin re: confirmation and status issues (.5); review S. Hand hearing summary (.1)	0.6				
04/18/24	(B260) Courtney R. Matteson – Attend standing advisor call	0.5				
04/18/24	(B260) Jason B. Schoenberg – Conference call with WSGR team, Kirkland team and in-house team re bankruptcy proceedings and related matters (.5); draft minutes of board and committee meetings (1.3); emails with WSGR team re bankruptcy hearing and related matters (.4)					
04/18/24	(B260) Sarah M. Hand – Review relevant filings in anticipation of hearing (.4); attend hearing (.5); draft summary of hearing (.4); review and incorporate comments to same (.1); emails with WSGR team re same (.1)	1.5				
04/18/24	( <b>B260</b> ) Catherine Lyons – Attend sync up call with WSGR, Kirkland and Company	0.5				
04/18/24	(B260) Catherine Lyons – Call with E. Fay re plan-related research	0.1				
04/18/24	( <b>B260</b> ) Catherine Lyons – Review UST, TCC, and UCC objections to plan confirmation and discuss same with E. Fay	0.5				
04/18/24	(B260) Lynzy McGee – Retrieve and review confirmation objections	0.5				
04/19/24	( <b>B260</b> ) Erin R. Fay – Emails with C. Lyons re: litigation issue (.3); revise issues list re: board meeting (.3); email J. Schoenberg re: same (.1)	0.7				
04/19/24	<b>(B260)</b> Jason B. Schoenberg – Emails with WSGR and Kirkland teams and analysis re corporate governance and related matters in connection with plan of reorganization	0.7				
04/19/24	<b>(B260)</b> Catherine Lyons – Conduct research re RAD Plan provisions (1.8) and correspond with E. Fay re same (0.3)	2.1				
04/20/24	(B260) Amy L. Simmerman – Review and advise re minutes	0.5				
04/20/24	(B260) Jason B. Schoenberg – Draft minutes of board and committee meetings	0.4				
04/20/24	(B260) Sarah M. Hand – Emails with A. Simmerman and E. Fay re upcoming special committee meeting (.1); emails with WSGR team re status of special committee and board meeting minutes (.1)	0.2				
04/22/24	<b>(B260)</b> Amy L. Simmerman – Confer with WSGR team and advise re governance matters	0.2				

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DATE	Document Page 28 of 29 Professional Services						Hours	
04/22/24	(B260) Jason B. Schoenberg – Draft minutes of board and committee meetings						0.6	
04/23/24	(B260) Jason B. Schoenberg – Emails with company in-house team and auditors re board and committee minutes and related matters						0.3	
04/24/24	(B260) Erin R. Fay – Emails with L. McGee re: confirmation status conference						us conference	0.2
04/24/24	(B260)	3260) Sarah M. Hand – Emails with WSGR team re upcoming status hearing						0.1
04/25/24	(B260) Amy L. Simmerman – Call with Kirkland and in-house team re board and related matters re bankruptcy proceedings						0.4	
04/25/24	` ,	(B260) Erin R. Fay – Emails with K. Martin re: corporate governance issues (.1); emails with WSGR team re: weekly call (.1)						0.2
04/25/24	<b>(B260)</b> Katharine A. Martin – Attend check-in call with advisors (.4); follow-up with B. Harlam re C. Teffler and board (.1)						0.5	
04/25/24	(B260) Jason B. Schoenberg – Conference call with WSGR team, Kirkland team and in-house team re bankruptcy proceedings and related matters (.4); emails with WSGR team re governance matters (.2)						0.6	
04/26/24	( <b>B260</b> ) Jason B. Schoenberg – Emails with WSGR team and analysis re Delaware law and corporate governance issues in connection with bankruptcy proceedings and related matters						0.5	
04/26/24	(B260) Catherine Lyons – Correspondence with E. Fay and J. Schoenberg re professionals call recap						0.2	
04/29/24	(B260) Amy L. Simmerman – Review deck (.2); attend committee call (.8)						1.0	
04/29/24	(B260) Erin R. Fay – Attend special committee call (.8); review presentation re: same (.2)					1.0		
04/29/24	(B260) Katharine A. Martin – Attend special committee meeting						1.0	
04/29/24	(B260)	Katha	rine A. Martin	– Review speci	al commit	tee material	S	0.5
04/29/24	(B260) Jason B. Schoenberg – Review and analyze special committee discussion materials (.7); attend special committee meeting (.8)					ittee discussion	1.5	
							TOTAL HOURS -	151.8
	FEE SUMMARY HOURS RATE							AMOUNT
	Madeleine Boshart						1,460.00	\$ 27,594.00
	Erin R. Fay				31		1,250.00	\$ 39,750.00
	Katharine A. Martin				20		1,840.00	\$ 37,352.00
	Amy L. Simmerman				11		1,465.00	\$ 17,433.50
	Sarah M. Hand					.5	850.00	\$ 7,225.00
	Catherine Lyons				12		1,110.00	\$ 13,431.00
	Courtney R. Matteson						1,110.00	\$ 555.00
	Jason B. Schoenberg 27.6 1,145.00						\$ 31,602.00	
	Lynzy McGee 20.2 485.00					\$ 9,797.00		
Total Current Fees					urrent Fees	\$ 184,739.50		

COSTS AND SUPPORT SERVICES

**AMOUNT** 

Lexis Database Service

118.80

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CURRENT COSTS \$ 118.80

**Total Invoice Due** 

\$ 184,858.30